

# EXHIBIT A

**HIGHLY CONFIDENTIAL**



**Transcript of Nicholas Hill, Ph.D.**

Wednesday, September 6, 2023

***United States, et al. v. JetBlue Airways Corporation  
and Spirit Airlines, Inc.***

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UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF MASSACHUSETTS

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UNITED STATES OF AMERICA, :

COMMONWEALTH OF :

MASSACHUSETTS, DISTRICT OF :

COLUMBIA and STATE OF NEW :

YORK, :

Plaintiffs, : Case No.

v. : 1:23-cv-10511

JETBLUE AIRWAYS CORPORATION :

and SPIRIT AIRLINES, INC., :

Defendants. :

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Washington, D.C.

Wednesday, September 6, 2023

Videotaped deposition of NICHOLAS HILL,

Ph.D., a witness herein, called for examination by

counsel for Plaintiffs in the above-entitled matter,

pursuant to notice, the witness being duly sworn by

MARY GRACE CASTLEBERRY, a Notary Public in and for

1 the District of Columbia, taken at the offices of  
2 Cleary Gottlieb Steen & Hamilton, 2112 Pennsylvania  
3 Avenue, N.W., Washington, D.C., at 9:12 a.m.,  
4 Wednesday, September 6, 2023, and the proceedings  
5 being taken down by Stenotype by MARY GRACE  
6 CASTLEBERRY, RPR, and transcribed under her  
7 direction.

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1 the calculations as they are.

2 Q. And then other than Puerto Rico and  
3 Orlando, in your report you have not expressed any  
4 disagreements with Dr. Gowrisankaran's geographic  
5 market definition, is that fair?

6 A. I don't endorse it and I don't contest it  
7 with the exception of the ones you give. I do say I  
8 think that there are other relevant markets to think  
9 about, including national markets, airport markets  
10 and -- yeah, I guess those are the two.

11 Q. So we'll get back to that. So I just want  
12 to make sure I understand, Dr. Hill, a few times  
13 already this morning you've said that you quibble  
14 with the use of the term "markets" as opposed to  
15 "routes." Is that a fair characterization of your  
16 testimony this morning at various points?

17 A. That's fair.

18 Q. Can you help me understand why you're  
19 making that distinction when we've gone through a few  
20 questions just now and you've agreed that you're  
21 largely not quibbling with the way in which  
22 Dr. Gowrisankaran has defined markets in this case?

1 Q. Okay. You don't understand the question.

2 Let --

3 A. The guidelines say you use market  
4 definition for the -- the process of defining the  
5 market is about what customers would substitute to.  
6 And what I'm saying is if you were trying to testing  
7 whether there was a national market for airline  
8 service, the question would be do consumers inside of  
9 that market substitute to other service in such  
10 numbers that you would not find a price increase  
11 within that market to be profitable. That's a  
12 perfectly reasonable question to ask about a  
13 potential market.

14 Q. Let me ask you one more question before we  
15 go back to this. Sitting here today, you've said  
16 that you think that the national -- a national  
17 airline market is a relevant antitrust market for  
18 evaluating the competitive effects associated with  
19 this transaction, right? That was your testimony  
20 from a few minutes ago?

21 A. I think I said it's useful for  
22 understanding certain parts of the competition in

1 this case.

2 Q. And I think you said -- and correct me if  
3 I'm wrong or if you disagree -- that it's a relevant  
4 antitrust market, right?

5 A. I think it has relevance for certain  
6 questions here, yes.

7 Q. Is it a relevant antitrust market,  
8 Dr. Hill?

9 A. Yes.

10 Q. So why did you not say that in your  
11 report, then?

12 A. I don't think it's in dispute that this is  
13 a relevant market.

14 Q. Did Dr. --

15 A. Or, sorry, that it's a -- I'll just --

16 Q. No, I interrupted you. Go ahead. I'm  
17 sorry.

18 A. Yeah, I think we're getting turned around  
19 here. My point is that the information in these  
20 figures is useful for understanding the competitive  
21 effect of the transaction. You're correct. I have  
22 not formally defined this as a market.

1 Q. And do you think it should be formally  
2 defined as a market for purposes of evaluating the  
3 competitive effects associated with this transaction?

4 A. I think it is useful for understanding the  
5 competitive effects of the transaction, yes.

6 Q. So, Dr. Hill, I'm sorry, I just want to  
7 make sure the record is clear. Do you think a  
8 national airline market should be defined as a  
9 relevant market for purposes of evaluating the  
10 competitive effects associated with this transaction,  
11 yes or no?

12 A. Say it again.

13 Q. Is it your opinion, Dr. Hill, that a  
14 national airline market should be defined as a  
15 relevant antitrust market for purposes of evaluating  
16 the competitive effects associated with this  
17 transaction, yes or no?

18 A. I did not define it as such, so I guess  
19 I'll say no.

20 Q. Okay. And you agree that  
21 Dr. Gowrisankaran has not defined a national market  
22 in either of his two reports, correct?